

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

RONALD CRESTA, Individually and
on Behalf of All Others Similarly
Situated,

V.

ALLIQUA BIOMEDICAL, INC., *et al.*

CIVIL ACTION

NO. 1:18-cv-00301-VAC-CJB

**STIPULATION AND [PROPOSED] ORDER WITHDRAWING MOTION FOR
PRELIMINARY INJUNCTION, DISMISSING ACTION AND RETAINING
JURISDICTION FOR ANY APPLICATION FOR AN AWARD OF ATTORNEYS' FEES
BY PLAINTIFF'S COUNSEL**

WHEREAS, Plaintiff commenced the above-captioned action (the “Action”) on behalf of himself and a putative class of stockholders of Alliqua BioMedical, Inc. (“Alliqua”) challenging the disclosures made to Alliqua stockholders in connection with a proposed asset sale transaction (the “Proposed Transaction”);

WHEREAS, on March 28, 2018, Plaintiff filed a Motion for Preliminary Injunction seeking to enjoin the Proposed Transaction until certain information was disclosed (“Motion for PI”) (D.I. 9);

WHEREAS, on March 30, 2018, Alliqua filed a Definitive Proxy Statement on Schedule 14A (the “Proxy Statement”) with the Securities and Exchange Commission (the “SEC”) recommending that Alliqua stockholders vote in favor of the Proposed Transaction;

WHEREAS, on April 4, 2018, Alliqua filed with the SEC an amendment to the Proxy Statement that contained a supplemental disclosure to the Proxy Statement (the “Supplemental Disclosure”), which mooted the disclosure claims raised by Plaintiff in the Motion for PI;

WHEREAS, as a result of the Supplemental Disclosure, Plaintiff has agreed to withdraw his Motion for PI;

WHEREAS, it is the current intention of counsel for Plaintiff in the Action to dismiss the Action with prejudice as to the named Plaintiff only pursuant to Federal Rule of Civil Procedure 41(a) and to submit an application for an award of attorneys' fees and reimbursement of expenses (the "Fee Application") in connection with the Supplemental Disclosure;

WHEREAS, Defendants have denied and continue to deny any wrongdoing, and contend that no claim asserted in the Action was ever meritorious and reserve all rights, arguments and defenses, including the right to oppose any potential Fee Application;

WHEREAS, no compensation in any form has passed directly or indirectly to the Plaintiff or his attorneys and no promise or agreement to give any such compensation has been made, nor has any discussion relating to any such compensation taken place between the parties;

WHEREAS, no class has been certified in the Action;

IT IS HEREBY STIPULATED AND AGREED, by and among the respective parties, subject to the approval of the Court, that:

1. The Motion for PI is hereby withdrawn and vacated.
2. The Action is dismissed with prejudice as to the named Plaintiff only.
3. The Court retains jurisdiction of the Action solely for determining any potential Fee Application if the parties to the Action are unable to reach agreement and a Fee Application becomes necessary.
4. This Stipulation is entered into without prejudice to any position, claim or defense any party may assert with respect to a Fee Application or any matter related thereto.

IT IS SO STIPULATED.

Dated: April 4, 2018

Respectfully Submitted,

COOCH AND TAYLOR, P.A.

/s/ Blake A. Bennett

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Attorneys for Defendants

SO ORDERED this ____ day of April, 2018.

Hon. Christopher J. Burke